

**TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING PHYSICAL SHARES)**

Application Number:

Folio No.:

BUY-BACK OPENS ON:	Friday, 06 July 2018
BUY-BACK CLOSSES ON:	Thursday, 19 July 2018
For Registrar's use	
Inward No.	Date
	Stamp

Status: Please tick appropriate box		
<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/> Insurance Company
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> Non Resident Indian / OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / Financial Institution	<input type="checkbox"/> Pension/ PF
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/ LLP	<input type="checkbox"/> Others (specify)

India Tax Residency Status: Please tick appropriate box

Resident in India Non-Resident in India Resident of _____ (Eligible Shareholder to fill-in the country of residence)

To
The Board of Directors
Akzo Nobel India Limited
8-B Middleton Street
Kolkata- 700071, West Bengal

Dear Sirs/ Madam,

Subject: Letter of Offer dated Wednesday, 27 June 2018 to Buy-back of not exceeding 1.12 million (One million one hundred and twenty thousand only) fully paid-up equity shares of Akzo Nobel India Limited ("Company") of the face value of Rs. 10 each ("Equity Shares") at a price of Rs. 2,100 (Rupees Two Thousand One Hundred only) per Equity Share payable in cash ("Buy-back").

- I / We (having read and understood the Letter of Offer dated Wednesday, 27 June 2018) hereby tender/ offer my/ our Equity Shares in response to the Buy-back on the terms and conditions set forth below and in the Letter of Offer.
- I / We authorise the Company to Buy-back the Equity Shares tendered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish certificates for the Physical Shares.
- I / We hereby affirm and warrant that the Equity Shares comprised in this tender form are offered for Buy-back by me/ us are free from all liens, pledges, equitable interest, charges and encumbrance.
- I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits/ restricts in any manner my / our right to tender Equity Shares for Buy-back and that I am / we are legally entitled to tender/ offer the Equity Shares for the Buy-back.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buy-back where loss of Equity Share certificates has been notified to the Company.
- I / We irrevocably and unconditionally agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid as per the SEBI Buy-back Regulations and circulars issued by SEBI.
- I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/ our tender/ offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act, 2013 and rules made thereunder and the SEBI Buy-back Regulations.
- I / We authorise the Company to split the certificates for Physical Share and issue a new consolidated certificates for Physical Share for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered by me/us in the Buy-back.
- Details of Equity Shares held and tendered/ offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date i.e. Thursday, 07 June 2018		
Number of Equity Shares entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares tendered for Buy-back		

Note: Eligible Shareholders may tender Equity Shares over and above their Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line

ACKNOWLEDGMENT SLIP: AKZO NOBEL INDIA LIMITED – BUYBACK
(To be filled by the Equity Shareholder) (Subject to verification)

DP ID		Client ID	
Received from Mr./Ms./Mrs.			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In figures)		(in words)	
Please quote Client ID No. & DP No. for all future correspondence			Stamp of Broker

11. Details of certificate(s) for Physical Shares enclosed:				Total number of certificate(s) for Physical Shares submitted:		No. of Equity Shares
Serial No.	Folio No.	Share Certificate No.	Distinctive No.			
			From	To		
1.						
2.						
3.						
4.						
Total						

In case the number of folios and equity share certificates enclosed exceed four nos., please attach a separate sheet giving details in the same format as above.

12. Details of other Documents (duly attested) (Please tick as appropriate, if applicable) enclosed:

- | | |
|---|---|
| <input type="checkbox"/> Power of Attorney | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of Akzo Nobel India Limited |
| <input type="checkbox"/> Corporate authorizations | <input type="checkbox"/> Death Certificate |
| <input type="checkbox"/> Succession Certificate | <input type="checkbox"/> Self attested copy of Permanent Account Number (PAN Card) |
| <input type="checkbox"/> TRS | <input type="checkbox"/> Others (please specify) |

13. Eligible Shareholders' Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Signature(s)*				
PAN				
Address of the Sole/First Eligible Shareholder				
Telephone No. / Email ID of the Sole/ First Eligible Shareholder				

*Corporate must affix rubber stamp and sign.

Applicable for all Non- resident Shareholders- I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India within seventh day of the succeeding month in which the Equity Shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/us.

14. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	Account Number (indicate type of account)

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

- This Buy-back will open on Friday, 06 July 2018 and close on Thursday, 19 July 2018.
- Eligible Shareholders must note that participation in the Buy-back is allowed only by placing of bids through the Acquisition Window of the BSE by the Eligible Shareholder through their respective Shareholder Broker. For participation in the Buy-back it is necessary for all physical Eligible Shareholders to open a demat account for the purposes of tendering their Equity Shares. For further details on participation in the Buy-back for Eligible Shareholders holding Physical Shares please refer to Paragraph 20 of the Letter of Offer on 'Process for Tender Offer and Settlement'.
- Eligible Shareholder(s) who wish to tender their Equity Shares in response to this Buy-back should deliver the following documents through their respective Shareholder Broker so as to reach the Registrar to the Buy-back on or before Saturday, 21 July 2018 by 05.00 p.m. The envelope should be superscribed as "Akzo Nobel Buy-back 2018". Non-receipt of the below mentioned documents by the Registrar on or before Saturday, 21 July 2018 by 05.00 p.m. shall result in the rejection of the tendered Equity Shares:
 - The Tender form duly signed (by all Shareholders in case of shares are in joint names) in the same order in which they hold shares;
 - Original certificate(s) for Physical Shares;
 - Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all Eligible Shareholders in case the Equity shares are held in joint names, in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorising the transfer in favour of the Company.
 - TRS generated from the stock exchange bidding system.
 - Self-attested copy of the PAN Card of all Eligible Shareholders.
 - Any other relevant documents such as (but not limited to):
 - Duly attested Power of Attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form.
 - Notarised copy of death certificate /succession certificate or probated will, if the original Eligible Shareholder has been deceased.
 - Necessary corporate authorisation, such as Board Resolutions/ General Meeting Resolutions etc., in case of body corporates.
 - In addition to the above, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the documents viz., valid Aadhar Card, Voter identity card or Passport.
- Eligible Shareholders to whom the offer for the Buy-back is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their Buy-back Entitlement, but not exceeding their holding as on the Record Date.
- All documents/ remittances sent by or to Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others:
 - The documents mentioned in the Tender Form for Eligible Shareholders holding Physical Shares are not received by the Registrar to the Buy-back on or before the close of business hours of Saturday, 21 July 2018 by 05:00 P.M;
 - If the original certificates of the Physical Shares are not enclosed with the Tender Form;
 - If the transfer/ transmission of physical Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
 - If the Eligible Shareholders bid the Equity Shares but the Registrar to the Buy-back does not receive the certificate for Physical Shares;
 - In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or the Registrar to the Buy-back; or
 - For other grounds of rejection please refer to the Letter of Offer.
- The Equity Shares tendered in the Buy-back shall be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; or (ii) if the Eligible Shareholder has made a duplicate bid then only one bid will be considered and duplicate bid will be cancelled.
- By agreeing to participate in Buy-back the Non-resident Eligible Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the company for such regulatory reporting, if required by the Company.
- Eligible Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI).
- In case of non-receipt of the Letter of Offer, Eligible Shareholders may participate in the offer by applying on the Tender Form downloaded from the Company's website (www.akzonobel.co.in) or obtain a duplicate copy of the same by writing to the Registrar to the Buy-back. Such Eligible Shareholders may also participate in the Buy-back by providing their application on plain paper in writing signed by all Eligible Shareholder(s), stating the name of the Eligible Shareholder(s), address of the Eligible Shareholder, folio number, certificate number for Physical Shares, number of Equity Shares held and number of Equity Shares tendered and enclosing other relevant documents such as original certificate for Physical Shares, copy of PAN card(s) and Form SH-4 in favour of the Company. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by the BSE before the closure of the Buy-back.
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

Investor Service Centre, Akzo Nobel Buy-back 2018
C B Management Services Private Limited

P-22 Bondel Road, Kolkata 700019, West Bengal, India
 Tel.: +91 33 40116700
 Fax: +91 33 40116739
 Email: rta@cbmsl.com

Investor grievance email: rta@cbmsl.com
 Contact Person: Mr. Biswajit Rahut
 Website: www.cbmsl.com
 SEBI Registration No.: INR000003324